

## **2008 Bylaws of the Oklahoma Dressage Society, Inc.**

### **Article I**

#### **Name, Location and Corporate Seal**

##### **Section 1: Name**

The name of the organization shall be the Oklahoma Dressage Society, Inc. (hereinafter referred to as “ODS” or the “Society”) organized under the laws of the State of Oklahoma.

##### **Section 2: Place of Business**

The principal place of business shall be in the State of Oklahoma. The official address of ODS shall be that of ODS’s current President or at some location that is designated by the President of ODS. Business may be conducted at any place convenient to such members or officers as may be participating.

##### **Section 3: Corporate Seal**

The ODS Corporate Seal shall be in the charge of the Secretary of ODS and shall be inscribed with ODS’s name.

### **Article II**

#### **Non-Profit / Tax Exempt Status**

ODS shall be operated strictly and exclusively as a non-profit corporation. Its mission, described herein, shall be exclusively charitable, scientific, literary, or educational within the meaning of the Internal Revenue Code of the United States of America. In the event of dissolution, ODS shall turn its residual assets over to USDF.

### **Article III**

#### **Mission and Beliefs**

##### **Section 1: Mission**

The mission of ODS shall be to promote and support the sport and art of Dressage to the equestrian community for the purpose of fostering individual and collective growth by providing leadership, education, exhibitions, publications, competitions; and to enhance greater public awareness, understanding and appreciation for the discipline of Dressage.

##### **Section 2: Beliefs**

In developing and operating to fulfill its mission, ODS supports the following beliefs:

- We believe the love of dressage is our common bond.
- We believe each person involved in our organization is valuable.
- We believe the organization exists for the good of the whole.
- We believe in and recognize the volunteer ethic.
- We believe in promoting the well being of the horse.
- We believe that knowledge promotes better riding.
- We believe in the pursuit of excellence in all our activities.
- We believe in the pursuit of individual excellence.
- We believe that interactive communication is essential to a healthy organization.
- We believe the value of participation is in the process as well as the achievement.
- We believe dressage combines sport and art.
- We believe dressage principles are valuable to all forms of riding.

## **Article IV**

### **Membership and Dues**

#### Section 1: **Eligibility**

Membership in ODS shall be composed of those persons:

- A. Interested in advancing the mission and beliefs of the Society;
- B. Willing to subscribe to the Bylaws and Policies and Procedures of the Society; and
- C. Are otherwise qualified under the provisions set forth in these Bylaws and in the Policies and Procedures of the Society.

Membership is open to all persons, regardless of race, creed, sex, national origin or ability.

#### Section 2: **Types of Membership**

The Society shall recognize the following types of membership in the Society:

A. Senior: A Senior (adult) member, as specified by current United States Equestrian Federation (“USEF”) definition, shall consist of an individual who is entitled to all rights and privileges, as provided in Article V, Section 1. For purposes of these Bylaws, the definition of senior member shall include Life, Annual, and Charter.

B. Junior: A Junior member shall consist of an individual who, by current USEF definition, is a junior and who has not reached her/his 18<sup>th</sup> birthday by December 1st of the membership year. Junior members shall not have a vote at general membership meetings and are not eligible to hold an elective or appointed position, but otherwise are entitled to all rights and privileges provided in Article V, Section 1.

C. Family: A family membership shall include one (1) primary and one (1) additional member of a family unit. Additional family members may be included for an additional fee. A family membership entitles the members to all other rights and privileges provided in Article V, Section 1. However, the family membership shall not entitle the family unit to receive more than one (1) copy of the Society publications, which shall be sent to the address of the primary member.

### Section 3: **Membership Period**

The ODS membership period shall coincide with that of USEF and United States Dressage Federation (“USDF”). Voting and other membership rights become effective upon payment of dues.

### Section 4: **Transferability**

Membership in the Society is not transferable or assignable.

### Section 5: **Dues**

Membership dues are payable annually, as established by the Policies and Procedures of ODS. At no time may these dues become retroactive.

**Article V**  
**Membership Rights, Obligations and Loss of Membership**

Section 1: **Membership Rights**

Members in good standing (annual dues paid in full, not indebted to ODS and not under suspension by USEF and/or USDF) shall be entitled to participate in all activities and receive all publications of ODS. Senior members in good standing are entitled to one vote each, as provided in Article VI, Section 5, at membership meetings and for the election of Directors of ODS. Any senior member in good standing shall be eligible for nomination and election as Director on the Board of Directors of ODS, as provided in Article VII, Section 3.

Section 2: **Membership Obligations**

Each member of ODS, including each individual within a family membership, agrees that she or he shall abide by the Bylaws and the Policies and Procedures of ODS in their efforts to conduct the business of ODS's mission.

Section 3: **Loss of Membership**

A member shall cease to be a member upon the occurrence of any one of the following:

- A. Upon submission of a letter of resignation to the President of the Society.
- B. Upon the member failing to pay annual dues or any portion thereof payable on the dates stipulated for making such payment.
- C. Any ODS member, regardless of type, may be removed from membership or from office by the affirmative vote of a majority of the Board of Directors, upon a finding of just cause, as specified in the Policies and Procedures of ODS. In all such cases, advance written notice shall be given to the member in question, who has the right to request a closed hearing before the Board of Directors.

**Article VI**  
**General Membership Meetings**

Section 1: **Annual General Meeting**

The Annual General Meeting (AGM) of the membership shall be held within sixty (60) days following the close of the fiscal year, on a date and place determined by the Board of Directors. Due notice of the time, place and agenda for the AGM must be given, as provided in Section 3 below. At this meeting, annual reports from the President and the Treasurer shall be presented to the membership.

Section 2: **Special and Other General Membership Meetings**

Special and Other general membership meetings may be called as specified in the Policies and Procedures of ODS.

Section 3: **Notice of Meetings**

Due notice is defined as written notice to each member postmarked at least fifteen (15) days prior to the date of a meeting of members or by publication of notice of such meeting in the Newsletter or other regular communication distributed by ODS to its members, at least thirty (30) days before the meeting.

Section 4: **Quorum**

At any Annual, Special or Other general membership meeting, the members present shall constitute a quorum for transaction of business.

Section 5: **Voting**

Each Senior Member shall be entitled to one vote per membership either in person or by absentee ballot by an instrument in writing. No Junior Member shall be entitled to vote. Each Family membership is entitled to one (1) vote for each Senior Member in the Family Membership, provided that no single Family Membership shall have more than two (2) votes.

Except as otherwise provided, any action authorized at a membership meeting, which has been duly called and at which a quorum is present, shall require a majority of the votes cast at such meetings by the membership entitled to vote.

**Article VII**

**The Board of Directors**

Section 1: **General Powers and Fiduciary Duties**

- A. The Board of Directors shall act as the governing and policy making body of ODS.
  
- B. The Board of Directors, in its discretion, shall have the power to develop and adopt Policies and Procedures for ODS, consistent with these Bylaws, to support and accomplish the mission of the Society. Current By-Laws and Policy and Procedures will be published annually in the ODS directory.
  
- C. Each Board member is responsible for acting in the membership's best interest, and for carrying

out the following fiduciary duties: Confidentiality, Loyalty, Obedience, Disclosure, Reasonable Care, Diligence and Accountability.

Section 2: **Number and Composition of the Board of Directors**

The Board of Directors shall consist of at least seven (7) but not more than fifteen (15) members, each of whom must be a Senior member of ODS in good standing.

Section 3: **Election and Term**

Annually, nominations for the Board of Directors for those terms which expire shall be presented to the general membership for election. These candidates shall be selected according to the Policies and Procedures of ODS. Nominees must be in good standing and current members of the Society.

The members of the Board of Directors shall be elected by the membership as stated in these Bylaws. Term of office shall be three (3) years. Directors' terms of service shall be staggered with one-third (1/3) of the members of the Board of Directors elected each year.

A Director shall hold office effective on the date of the Annual Meeting immediately upon election. At the end of the term, each Director shall transfer all records pertaining to her/his office and ODS to the Board of Directors or as directed by the current or incoming President of ODS, within a reasonable period of time not to exceed twenty (20) days.

Section 4: **Resignation / Removal from Office**

- A. Any member of the Board of Directors may resign by submitting a written statement of resignation to the Board.
  
- B. In accordance with Article V, Section 3 C, any member of the Board may be removed for cause as specified by the Policies and Procedures of ODS by a majority vote of the remaining directors.
  
- C. The Board may be subject to a formal inquiry by a petition of the general membership. A minimum of thirty (30) member signatures is required to initiate a formal inquiry of the current Board. Delivery of the thirty-signature petition to an Officer shall constitute notice of the formal inquiry by the general membership. The petition must state the specific concerns for the inquiry. The board will have thirty (30) days to respond to these concerns in an open meeting.

Section 5: **Vacancies**

Any vacancy occurring in the Board of Directors may be filled by the vote of a majority of the remaining Directors, according to the Policies and Procedures of ODS. A Director appointed to fill a vacancy shall hold office for the unexpired term of her or his predecessor; however, said appointment must be confirmed by the Membership at the next Annual General Meeting of the membership.

Section 6: **Quorum and Vote of Directors**

A majority of the members of the Board shall constitute a quorum at any meeting of the Board. A majority of the quorum is required to pass any motion.

Section 7: **Meetings**

The Board of Directors shall meet at regular intervals, as established in the Policies and Procedures of ODS, but in no event less than four (4) times during the membership year. Special meetings may be called by the Board of Directors as needed.

Section 8: **Compensation**

No member of the Board of Directors may be paid for her or his board service, except that an actual expense incurred may be reimbursed. No Board member may hold any paid position with ODS.

**Article VIII**

**Officers**

Section 1: **Number and Election**

All Officers shall be Senior ODS members in good standing. The Secretary shall be a resident of the State of Oklahoma. The Officers shall be a President, a Vice President, a Secretary and a Treasurer, plus any other officers as may be designated by the Board. Officers shall be elected by the Board of Directors at the first meeting of the year of the Board of Directors. Officers shall hold their positions for one (1) year or until successors are elected.

Section 2: **Duties and Authority**

Duties and authority for Officers shall be as specified in the Policies and Procedures of ODS, and shall include, but not be limited to, the following:

- A. The President shall preside at meetings, appoint committee chairpersons, and oversee the general operation of ODS in accordance with these Bylaws and the Policies and Procedures of ODS and serve as ex-officio member of all committees, except the nominating committee.
- B. In the absence of the President, or in the event of the President's inability or refusal to act,

the Vice President shall perform the duties and have the authority of the President. The Vice President shall perform such other duties as the President and / or the Board of Directors may assign.

- C. The Secretary shall be responsible for keeping the Corporate Seal and all pertinent documents and records of ODS, recording the official minutes of all ODS Board and General membership meetings, and all duties incident to the office of the Secretary.
- D. The Treasurer shall have charge and custody of and be responsible for all funds and securities of ODS. The Treasurer shall maintain a complete record of all financial transactions and prepare financial reports for the Board of Directors. The Treasurer shall submit a written report at the Annual membership meeting that includes, but is not limited to, financial transactions for the preceding fiscal year and a budget for the upcoming year. The Treasurer shall comply with appropriate state and federal regulations and statutes.

Section 3: **Resignation / Removal / Vacancies**

- A. Officers may resign by submitting a written statement of resignation to the Board.
- B. Any Officer may be removed by the same process as for the removal of a member of the Board of Directors in accordance with Article V, Section 3 C and Article VII, Section 4 B.
- C. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 4: **Compensation**

The Officers of ODS shall not receive a salary for their services as an Officer, but may be reimbursed for actual expenses incurred at the discretion of the Board of Directors.

**Article IX  
Committees**

The Board of Directors may establish committees for terms as deemed necessary and following the Policies and Procedures of ODS.

**Article X  
Chapters**

Section 1: **Purpose**

Chapters may be formed in order to give ODS members the opportunity to promote and enhance the ODS Mission through educational and other activities in their local areas designed to meet their particular needs, while participating in dressage on a statewide level.

#### Section 2: **Formation**

To become a recognized Chapter, a written application stating the needs for the local area and the plans for the development of dressage in that area must be submitted to the Board of Directors for approval. The application must be sponsored by at least fifteen (15) Senior ODS members in good standing.

#### Section 3: **Governance**

The general membership of each ODS Chapter shall elect a Board of Directors composed of not less than three (3) ODS Senior members in good standing, one of whom shall be elected as the Chapter Presiding Officer. The Chapter may elect or appoint such additional Officers as it deems necessary to properly conduct the affairs of the Chapter.

The Chapter Board of Directors shall be responsible for governing the affairs of the chapter in accordance with, and shall operate under, ODS Bylaws and Policies and Procedures. Chapters may adopt additional written policies and procedures, so long as they are not in conflict with the Bylaws and Policies and Procedures of ODS.

Chapter policies and procedures, as well as any and all subsequent changes, shall be approved by the general chapter membership, as well as the ODS Board of Directors prior to implementation. 2008 ODS Bylaws and Policies and Procedures shall supersede all previous Chapter Bylaws.

#### Section 4: **Finances**

ODS Chapters shall be responsible for the management of their own funds, and shall maintain complete financial records in accordance with ODS Bylaws and Policies and Procedures.

Each Chapter is responsible for submitting financial reports to the ODS Treasurer or designee, January 1.

ODS Chapters may submit written application to the ODS Board of Directors for monetary assistance to cover unusual financial needs. Each application shall be considered on its own merits as specified in the Policies and Procedures of ODS.

#### Section 5: **Membership and Meetings**

A chapter shall have at least fifteen (15) dues-paying ODS Senior members and shall hold a minimum of one (1) annual general membership meeting per year in order to retain recognition by ODS. Chapter members shall receive due notice of the meeting, as provided in Article VI, Section 3.

### Section 6: **Chapter Suspension**

Should an ODS Chapter fail to meet requirements set out in Article X, fail to act in accordance with the Bylaws and Policies and Procedures of ODS, or otherwise act in a way that is prejudicial to the Society, the ODS Board of Directors may, by a two-thirds (2/3) vote, suspend a chapter. In accordance with ODS Policies and Procedures, a Chapter subject to suspension shall be notified, in writing addressed to the last known Chapter Presiding Officer, detailing the grounds for concern, and the Chapter shall have thirty (30) days from the date of the written notice to request a hearing before the ODS Board of Directors, prior to the vote.

### Section 7: **Voluntary Dissolution**

Any Chapter considering dissolving itself must notify the ODS Board in writing. Chapter members will be notified thirty (30) days prior to an open chapter meeting which will be attended by two or more unbiased ODS Board members. A minimum of thirty (30) days must pass after this meeting before the chapter members vote to dissolve the chapter or not. In the event of the dissolution of a Chapter, all remaining assets and funds of the Chapter shall revert to ODS.

## **Article XI**

### **Miscellaneous Provisions**

#### Section 1: **Financial Responsibility**

No member shall have the authority to pledge the credit of the Society, except as specifically authorized by the Board of Directors.

#### Section 2: **Indemnification**

To the extent permitted by law, every person who is or was an Officer, Director, Committee member or authorized representative of ODS shall have the right to be indemnified by the Society against all reasonable action, suit or proceeding in which she/he may become involved as a party or otherwise by reason of her/his being or having been an Officer, Director, Committee member or authorized representative.

#### Section 3: **Financial Reviews**

The Board of Directors shall have the books of ODS reviewed at least once each three years or more often as decided by the Board. The review shall be performed by an individual(s) who is (are) competent to perform such reviews and who is (are) independent from the Board of Directors, in accordance with the Policies and Procedures of ODS. The results of such reviews shall be provided to members at the next general membership meeting.

## **Article XII**

### **Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Policies and Procedures of ODS and any statutes applicable to this organization.

### **Article XIII**

#### **Amendment**

The Bylaws may be amended by a majority vote of the voting members present at a general membership meeting. Proposed amendments will be subject to the same notice as general membership meetings in accordance with Article VI, Section 3. The Policies and Procedures of ODS shall establish procedures for submitting proposed amendments.